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Mack H. Shumate, Jr.
Senior General Attorney, Law Department

August 7, 2009

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SURFACE
TRANSPORTATION BOARD

VIA E-FILING and U.P.S. OVERNIGHT

The Honorable Anne Quinlan
Acting Secretary
Surface Transportation Board
Section of Environmental Analysis
395 E Street, S.W.
Washington, DC 20423-0001

FILED

AUG 07 2009

SURFACE
TRANSPORTATION BOARD

Re: Joint Petition for Exemption and Waiver of Public Use, Interim Trail Use and Financial Assistance Procedures for Discontinuance of Operations by Fort Worth and Dallas Belt Railroad Company ("FWDB"), Abandonment and Discontinuance of Trackage Rights by Fort Worth and Western Railroad Company ("FWWR") and Abandonment and Discontinuance of Operations by Union Pacific Railroad Company ("Union Pacific") on and of the North Fort Worth Branch from M.P. 633.02 to M.P. 634.25, a distance of 1.23 miles in Tarrant County, Texas; STB Docket No. AB-1038X, STB Docket No. AB-546X and STB Docket No. AB-33 (Sub-No. 280X), respectively

Dear Secretary Quinlan:

225508

225509

225510

Pursuant to 49 U.S.C. §10502, Union Pacific Railroad Company, Fort Worth and Dallas Belt Railroad Company and Fort Worth and Western Railroad Company submit via e-filing and U.P.S. Overnight the original of a Joint Petition for Exemption and Waiver of Public Use, Interim Trail Use and Financial Assistance Procedures, with Verifications, to abandon the above-referenced rail line. The Certificate of Service and Publication pursuant to 49 C.F.R. §1252.60(d) and 49 C.F.R. §1105.12 is attached to the Petition.

Also enclosed is a draft Federal Register notice pursuant to 49 C.F.R. §1152.60(c). The Joint Petition for Exemption and Certificate of Service and Publication are also enclosed.

Please file the Joint Petition for Exemption in Docket Nos. AB-1038X, AB-546X and AB-33 (Sub-No. 280X). Further, enclosed is Union Pacific's Visa Payment Form for \$6,400.00 for the filing fee.

Sincerely yours,

Enclosures

O:\ABANDONMENTS\33-280X\STB-JointPetitionLetter.doc

cc:

MTMCTEA

Attn: Railroads for National Defense
661 Sheppard Place
Ft. Eustit, VA 23604-1626

U.S. Department of the Interior
National Park Service
Recreation Resources Assistance Div.
P.O. Box 37127
Washington, DC 20013-7127

U.S. Department of Agriculture
Chief of the Forest Service
4th Floor N.W., Auditors Building
14th Street & Independence Ave., S.W.
Washington, DC 20250

Governor's Office of Budget and Planning
P.O. Box 12428
Austin, TX 78711

James Randall, Director
Transportation, Planning and Programming
Texas Department of Transportation
118 East Riverside Plaza
Austin, TX 78704

Paul H. Lambole
Bank of America Plaza
50 West Liberty Street, Suite #645
Reno, NV 89501

Commercial Metals Co.
601 North Throckmorton Street
Fort Worth, TX 76164-9423

BEFORE THE
SURFACE TRANSPORTATION BOARD

Docket No. AB-33 (Sub-No. 280X)

UNION PACIFIC RAILROAD COMPANY
-- ABANDONMENT AND DISCONTINUANCE OF SERVICE --
IN TARRANT COUNTY, TEXAS
(NORTH FORT WORTH BRANCH)

Docket No. AB-1038X

FORT WORTH AND DALLAS BELT RAILROAD COMPANY
-- DISCONTINUANCE OF SERVICE --
IN TARRANT COUNTY, TEXAS
(NORTH FORT WORTH BRANCH)

Docket No. AB-546X

FORT WORTH AND WESTERN RAILROAD COMPANY
-- DISCONTINUANCE OF SERVICE --
IN TARRANT COUNTY, TEXAS
(NORTH FORT WORTH BRANCH)

**Joint Petition for Exemption and
Waiver of Public Use, Interim Trail Use and Financial Assistance Procedures**

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(775) 786-8334 FAX
phlamboley@aol.com

Dated: August 7, 2009
Filed: August 7, 2009

BEFORE THE
SURFACE TRANSPORTATION BOARD

Docket No. AB-33 (Sub-No. 280X)

UNION PACIFIC RAILROAD COMPANY
-- ABANDONMENT AND DISCONTINUANCE OF SERVICE --
IN TARRANT COUNTY, TEXAS
(NORTH FORT WORTH BRANCH)

Docket No. AB-1038X

FORT WORTH AND DALLAS BELT RAILROAD COMPANY
-- DISCONTINUANCE OF SERVICE --
IN TARRANT COUNTY, TEXAS
(NORTH FORT WORTH BRANCH)

Docket No. AB-546X

FORT WORTH AND WESTERN RAILROAD COMPANY
-- DISCONTINUANCE OF SERVICE --
IN TARRANT COUNTY, TEXAS
(NORTH FORT WORTH BRANCH)

**Joint Petition for Exemption and
Waiver of Public Use, Interim Trail Use and Financial Assistance Procedures**

I. Introduction and Request for Waivers Under 49 C.F.R. 1110.9, 49 C.F.R. 1117.1 and 49 C.F.R. 1121.4(g)

Union Pacific Railroad Company ("UP" or "Union Pacific"), Fort Worth and Dallas Belt Railroad Company, ("FWDB"), a corporate affiliate of Fort Worth and Western Railroad Company and Fort Worth and Western Railroad Company ("FWWR"), (UP, FWDB and FWWR being collectively referred to herein as "Group") file this joint petition for exemption and waiver of public use, interim trail use and financial assistance procedures from the requirements of 49 U.S.C. §10903 in accordance with 49 U.S.C. §10502, the applicable Rules at 49 C.F.R. §1121 and 49 C.F.R. §1152, and the applicable Special Rules at 49 C.F.R. §1152.60. The Joint Petition for Exemption, if granted, will permit: UP's abandonment and discontinuance of operations, FWDB's

discontinuance of operations under the Lease and FWWR's abandonment and discontinuance of trackage rights over a portion of the North Fort Worth Branch (collectively the "Group Abandonment and Discontinuance"), from Milepost 633.02 to Milepost 634.25, a distance of 1.23 miles in Tarrant County, Texas (the "Line"). The Line is currently leased by UP to FWDB pursuant to that certain Lease Agreement dated June 20, 1994 as subsequently supplemented on August 15, 1998 (collectively the "Lease"). FWDB filed a notice of exemption to operate the Line under the terms of the Lease, with the Interstate Commerce Commission in Finance Docket 32514, decided June 14, 1994. The Line is also encumbered by Overhead and Local Trackage Rights ("Trackage Rights") granted by FWDB to FWWR in 1994 and authorized by the Interstate Commerce Commission by decision dated November 4, 1994 in Finance Docket No. 32590. Both the Lease and the Trackage Rights will remain in full force and effect for those portions of the North Fort Worth Branch that are not included in the definition of the "Line".

In accordance with 49 C.F.R. 1110.9, 49 C.F.R. 1117.1 and 49 C.F.R. 1121.4(g), the Group respectfully requests that the Board revoke the imposition of (1) any public use conditions under 49 C.F.R. 1152.28, (2) any conditions under the Trails Act, 16 U.S.C. 1247(d) and 49 C.F.R. 1152.29 and (3) any Financial Assistance Procedures under 49 C.F.R. 1152.27 in that the sole and exclusive purpose of the Joint Petition for Exemption of the Group Abandonment and Discontinuance is to permit closure of the transaction covering complete transfer of ownership of the real property which makes up the Line, hereinafter referred to as the TRWD Parcel, to the Tarrant Regional Water District ("TRWD") for the public flood control and redevelopment project in the north downtown area of Fort Worth, Texas and commonly referred to as the Trinity Uptown

Project. In that real property which makes up the Line is (1) required for the public use under the jurisdictional control of TRWD, (2) unavailable for Trails Use and (3) neither needed nor will be available as a railroad right-of-way for the purpose of providing common carrier service by railroad for public convenience and necessity, the Group seeks Surface Transportation Board imposition of the waivers and revocations hereinabove requested.

II. Petitioners' Background and Representatives

UP has rail operations in the States of Arizona, Arkansas, Iowa, Colorado, Idaho, Illinois, Indiana, Iowa, Kansas, Louisiana, Minnesota, Missouri, Montana, Nebraska, Nevada, New Mexico, Oklahoma, Oregon, Tennessee, Texas, Utah, Washington, Wisconsin and Wyoming. The name, address and telephone number of UP's representative is listed below:

Mack H. Shumate, Jr.
Senior General Attorney
101 North Wacker Drive, Room 1920
Chicago, Illinois 60606
(312) 777-2055
(312) 777-2065 FAX

FWDB has rail operations in the state of Texas. The name, address and telephone number of FWDB's representative is listed below:

Paul H. Lamboley
Bank of America Plaza
50 W. Liberty Street, Suite #645
Reno, NV 89501
(775) 786-8333
(775) 786-8334 FAX
phlamboley@aol.com

FWWR has rail operations in the state of Texas. The name, address and telephone number of FWWR's representative is listed below:

Paul H. Lamboley
Bank of America Plaza
50 W. Liberty Street, Suite #645
Reno, NV 89501
(775) 786-8333
(775) 786-8334 FAX
phlamboley@aol.com

III. Line Description, Zip Code Information, and Map

a. The Line

As part of this proposed action, UP seeks to abandon and discontinue its common carrier operations on the Line, FWDB seeks to discontinue its operations under the Lease on the Line and FWWR seeks to abandon and discontinue its Trackage Rights on the Line, which extends from Milepost 633.02 to Milepost 634.25, a distance of 1.23 miles in Tarrant County, Texas. The Line was originally constructed in or around 1888 by the St. Louis, Arkansas and Texas Railway Company. With regard to the Line, the St. Louis, Arkansas and Texas Railway Company ("StLAT") is a predecessor in interest to the St. Louis Southwestern Railroad ("SSW") and the SSW is a predecessor in interest to UP. The track structure remaining on the Main Line consists of a single track line consisting of 75-pound second hand jointed rail laid in 1941 and 85-pound second jointed rail laid in 1952. On or about August 15, 1998, trackage owned or controlled by FWDB and/or FWWR running parallel and adjacent to the Line, between Milepost 633.67 and Milepost 634.06 (the "Residual Line") was physically connected to the Line to assure continued service to Commercial Metals Co. ("CM"), the only shipper on the Line. This substitution of trackage permitted the withdrawal of approximately 0.58 miles of the Line from active service when the supplement to the Lease was entered into on August 15, 1998. There is no federally

granted right-of-way included in the Line. The Line traverses U.S. Postal Service zip code 76106.

The Line is located on property owned in fee by UP and the original 1888 vesting deed from Fort Worth City Company into the StLAT did not contain reversionary language. The topography of the property on which the Line is located is generally level. The Line runs through an urban industrial neighborhood north of downtown Fort Worth. The right-of-way consists of a corridor that is 100' wide through the length of the Line. CM is the only existing rail customer on the Line and has agreed with Tarrant Regional Water District ("TRWD") to relocate its operations to another rail served location in Fort Worth. Both CM and TRWD support this joint petition. CM's letter of support is attached hereto as **Attachment No. 3** and hereby made a part thereof. TRWD's letter of support is attached hereto as **Attachment No. 4** and is hereby made a part hereof.

A map of the Line is indicated in solid black on the map attached hereto as **Attachment No. 1** and hereby made a part hereof. Other rail lines in the area, principal highways and other roads are also shown on the map. While the Line has one bridge of an indeterminate age, the Texas Historical Commission has determined that there are no structures eligible for listing in the National Register of Historic Places and that the Project may proceed. (See **Attachment No. 5**.) No stations will be closed as a result of UP's proposed abandonment and discontinuance of operations of the Line, discontinuance of operations under the Lease by FWDB and discontinuance of operations and abandonment of the Trackage Rights by FWWR, respectively.

IV. Shipper Information

No shippers will be affected by the proposed Group Abandonment and Discontinuance. Upon authorization by the Board for UP's abandonment and discontinuance of operations of the Line, FWDB's discontinuance of operations under the Lease on the Line and FWWR's abandonment and discontinuance of the Trackage Rights on the Line, the Group will not seek consummation of that portion of the Group Abandonment and Discontinuance that covers the Residual Line and FWWR will provide the continued and uninterrupted rail service to CM as part of the relocation of CM's operations to a new rail served facility in Fort Worth, Texas. This rail service will continue until CM completes its relocation to its new rail served facility. In that CM will be relocated to another rail served site, there will be no diversion to other transportation systems or modes as a result of this proposed Group Abandonment and Discontinuance. No customers on the Line will lose rail service as a result of the Group Abandonment and Discontinuance.

CM's shipping profile is as follows:

Commercial Metals Co.
601 North Throckmorton Street
Fort Worth, TX 76164-9423

Because FWWR will continue to have the authority and obligation to serve CM over the Residual Line as it currently does until the relocation of CM's operations is complete, it is the desire of CM and the Group to defer supplying CM's traffic information to the Board; such information is confidential in nature and could be utilized by CM's competitors.

V. Reasons for the Group Abandonment and Discontinuance

A. The proposed Group Abandonment and Discontinuance stems from TRWD's proposal to acquire a parcel of land between Milepost 633.05 and Milepost 634.00 being approximately 12 acres (the "TRWD Parcel") on the Line from the UP for a public flood control and redevelopment project in the north downtown area of Fort Worth, the Trinity Uptown Project (the "Trinity Uptown Project"). The Trinity Uptown Project consists of a combination of public improvements and private development. The public improvements consist of constructing a bypass channel parallel to the FWDB mainline track, which requires the purchase of the TRWD Parcel by TRWD. This purchase will allow the removal of aging and inadequate levees and provide efficient flood protection. The private improvements will be the construction of approximately 10,000 new homes and multi-family dwellings.

B. UP, FWDB and FWWR seek to remove the encumbrances on the TRWD parcel presented by their respective ownership, common carrier, leasehold, easement and trackage rights over the Line. Although the Line will no longer be subject to Board jurisdiction following consummation of the Group Abandonment and Discontinuance for that portion of the Line not included in the Residual Line, each member of the Group acknowledges their respective rights and obligations concerning the Residual Line until the relocation of CM's operations to its new rail served facility in Fort Worth, Texas is complete.

C. Assuming authorization by the Board for the Group Abandonment and Discontinuance, the Group expects to file Notice of Consummation with the Board for the Line, exclusive of the Residual Line, upon completion of all conditions, if any. The Group expects to file Notice of Consummation with the Board for that portion of the

Residual Line included in the Line upon completion of the relocation of CM's operations to its new rail served site in Fort Worth, Texas. The Group specifically requests that authorization for the Group Abandonment and Discontinuance of the Residual Line be so specifically conditioned as part of the Board's decision in this matter. Union Pacific is retaining an easement for railroad operating purposes over that portion of the Residual Line included in the Line to assure continued rail service to CM until CM relocates its operations to its new rail served facilities in Fort Worth, Texas. Only upon completion of such relocation will Union Pacific seek consummation of that portion of the Line included in the Residual Line.

VI. Reasonable Alternative

There is no reasonable alternative to the Group Abandonment and Discontinuance. The right-of-way which makes up the Line proposed for Group Abandonment and Discontinuance is non-reversionary. The Group does not believe the property is suitable for other public purposes, including roads or highways, other forms of mass transportation, conservation, energy production or transmission, in that the area is adequately served by existing roads and utility lines. There should be no effect on regional or local transportation systems or patterns, and there will be no diversion to other modes or systems. There will be no effects on the transportation of energy resources and there will be no rail-to-motor diversion and no increase in rail traffic, rail yard activity, or truck traffic as a result of this Group Abandonment and Discontinuance. To date, there has been no interest as a rails-to-trails corridor. The best plan for disposition is to sell the right-of-way to the TRWD for the Trinity Uptown Project as referenced in V(A). above. Based on information in UP's possession, the Line does not contain federally granted right-of-way. Any documentation in UP's possession will be

made available to those requesting it.

VII. The Exemption Standards Have Been Met

Abandonment of rail lines and Lease discontinuances require authorization and approval of the Board pursuant to 49 U.S.C. §10903. However, 49 U.S.C. §10502 requires the Board to exempt transactions where it finds: (1) continued regulation is not necessary to carry out the Rail Transportation Policy of 49 U.S.C. §10101; and (2) either the transaction is of limited scope or Board regulation is not necessary to protect shippers from an abuse of market power. The proposed Group Abandonment and Discontinuance of the Line clearly satisfies these exemption standards.

Detailed scrutiny by the Board under 49 U.S.C. §10903 is not necessary to carry out the Rail Transportation Policy of 49 U.S.C. §10101. An exemption will minimize the Group's administrative costs and expenses that would otherwise be associated with pursuing the proposed Group Abandonment and Discontinuance through a full application proceeding. An exemption will expedite regulatory action and will reduce regulatory barriers to abandonment and discontinuances consistent with Sections 10101(2) and (7). An exemption will also foster sound economic conditions in the transportation industry consistent with Section 10101(5), by permitting the Group's Abandonment and Discontinuance over the Line.

Additionally, the proposed Group Abandonment and Discontinuance is clearly a transaction of "limited scope." The Line, which is proposed for Group Abandonment and Discontinuance, is only 1.23 miles long and provides service to the only customer on the Line, CM. Furthermore, regulation of this Group Abandonment and Discontinuance is not needed to protect shippers from an abuse of market power, as CM will continue to receive rail service following the Group Abandonment and

Discontinuance, and will retain all transportation options and alternatives that it currently has before and after it relocates off the Residual Line to its new rail served facility in Fort Worth, Texas.

VIII. Land Area, Federal Grant Information, and Public Use

Based upon information in UP's possession, the Line contains no federally granted right-of-way and none of the adjacent property is reversionary. UP will make any documentation in its possession promptly available to those requesting it. The property is owned in fee by UP and the original 1888 vesting deed from Fort Worth City Company into StLAT, a predecessor railroad to UP, did not contain reversionary language. The corridor is 100' wide, its topography is level, and runs through an industrial neighborhood north of downtown Fort Worth and a portion of the Line is being acquired by TRWD to realign the Trinity River as part of a public flood control and redevelopment project, the Trinity River Uptown Project.

Moreover, the Line lies in the City of Ft. Worth, which is already served by numerous local roads and highways such as Interstates 35W, 30, 20, 121, 820, and Local Highways 377 and 199 that serve as alternate routes within five (5) miles of the Line. Railroads include UP, FWDB and FWRW, as well as, Burlington Northern & Santa Fe Railway Co. and Kansas City Southern Railway Company.

IX. Labor.

The Group agrees to the labor protection conditions imposed in abandonment proceedings as prescribed in Oregon Short Line R. Co. – Abandonment – Goshen, 360 ICC 91 (1979).

X. Environmental and Historic Report

The required environmental and historic information is contained in the combined Environmental and Historic Report (the "EHR") which was served on June 23, 2009. A copy of the EHR transmittal letter is attached as **Attachment No. 2**. The original and ten (10) copies of the EHR were sent to The Honorable Anne Quinlan, STB Section of Environmental Analysis, on June 23, 2009 for filing.

On July 27, 2009, the Union Pacific received a letter dated July 15, 2009 from the State Historic Preservation Office ("SHPO") for the State of Texas concluding that the Line is not eligible for listing in the National Register of Historic Places and that the Project may proceed. A copy of the letter is attached hereto as **Attachment No. 5** and is hereby made a part hereof.

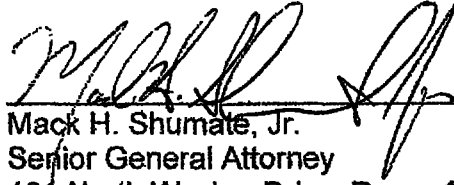
Other than the letter from the SHPO referenced above, no additional letters were received by Union Pacific from any federal, state or local governmental agency concerning any conditions to be imposed on the Group Abandonment and Discontinuance.

WHEREFORE, Union Pacific Railroad Company, Fort Worth and Dallas Belt Railroad Company and Fort Worth and Western Railroad Company respectfully request that the Board issue a decision (1) granting the Group's Petition for a Waiver of Public Use, Interim Trail Use and Financial Assistance Procedures in that the proposed use of the Line by the Tarrant Regional Water District, which is the driving force for the filing of this Joint Petition for Exemption, forecloses all other potential uses for the Line and (2) exempting the proposed Group Abandonment and Discontinuance from the provisions of 49 U.S.C. §10903 and direct that the Joint Petition for Exemption of the Group Abandonment and Discontinuance be authorized on the date of the Board's decision.

Dated this 7th day of August, 2009.

Respectfully submitted,

UNION PACIFIC RAILROAD COMPANY



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Senior General Attorney
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Chicago, Illinois 60606
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FORT WORTH AND DALLAS BELT RAILROAD
COMPANY



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phlamboley@aol.com

VERIFICATION

STATE OF NEBRASKA)

COUNTY OF DOUGLAS)

) ss:

I, RAYMOND E. ALLAMONG, JR., Senior Manager Rail Line Planning of Union Pacific Railroad Company, declare under penalty of perjury, under the laws of the United States of America, that I have read the foregoing document and that its assertions are true and correct to the best of my knowledge, information and belief. I further declare that I am qualified and authorized to submit this verification on behalf of Union Pacific Railroad Company. Dated at Omaha, Nebraska, this third day of July, 2009.



Raymond E. Allamong, Jr.
Raymond E. Allamong, Jr.

SUBSCRIBED AND SWORN TO

before me this third day of

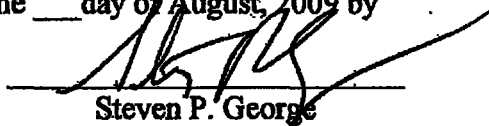
July, 2009.

Mary R. Holewinski
Notary Public

My Commission expires: October 15, 2012

Declaration and Certification

I, Steven P. George, declare under penalty of perjury that the facts contained foregoing document are true and correct to the best of my knowledge. Further, I certify that I am qualified to authorize and have authorized the filing of the foregoing *Joint Petition for Exemption and Waiver of Public Use, Interim Trail Use and Financial Assistance Procedures* on behalf of Fort Worth and Dallas Belt Railroad Company (FWDB) and Fort Worth and Western Railroad Company (FWWR). Executed on the ____ day of August, 2009 by



Steven P. George

- (1) President of Fort Worth & Dallas Belt Railroad Company (FWDB), and
- (2) President and CEO of Fort Worth & Western Railroad Company (FWWR)

DRAFT FEDERAL REGISTER NOTICE
[49 C.F.R. § 1152.60(c)]

Docket No. AB-33 (Sub-No. 280X)

**UNION PACIFIC RAILROAD COMPANY
-- ABANDONMENT AND DISCONTINUANCE OF SERVICE --
IN TARRANT COUNTY, TEXAS
(NORTH FORT WORTH BRANCH)**

Docket No. AB-1038X

**FORT WORTH AND DALLAS BELT RAILROAD COMPANY
-- DISCONTINUANCE OF SERVICE --
IN TARRANT COUNTY, TEXAS
(NORTH FORT WORTH BRANCH)**

Docket No. AB-546X

**FORT WORTH AND WESTERN RAILROAD COMPANY
-- DISCONTINUANCE OF SERVICE --
IN TARRANT COUNTY, TEXAS
(NORTH FORT WORTH BRANCH)**

On August 7, 2009, Union Pacific Railroad Company, Fort Worth and Dallas Belt Railroad Company and Fort Worth and Western Railroad Company (collectively the "Railroads") filed with the Surface Transportation Board, Washington, DC 20423, a Joint Petition for Exemption and Waiver of Public Use, Interim Trail Use and Financial Assistance Procedures (the "Group Abandonment and Discontinuance") of the North Fort Worth Branch from Milepost 633.02 to Milepost 634.25, a distance of 1.23 miles in Tarrant County, Texas (the "Line"). There are no shippers on the Line that will be adversely affected by the proposed Group Abandonment and Discontinuance.

The Line does not contain federally granted rights-of-way. Any documentation in each of the Railroads' possession will be made available promptly to those requesting it.

The interest of employees of each of the Railroads will be protected as required by 49 U.S.C. 10903(b)(2).

Any offer of financial assistance will be due no later than 10 days after service of a decision granting the Joint Petition for Exemption. Railroads are simultaneously seeking by Petition to the Surface Transportation Board a Waiver of Financial Procedures, including the waiver of the applicability of Offers of Financial Assistance with regard to the Line, in order to make the Line available for Public Use by the Tarrant Regional Water District, Tarrant County, Texas.

Persons seeking further information concerning abandonment procedures may contact the Surface Transportation Board or refer to the full abandonment or

discontinuance regulations at 49 CFR Part 1152. Questions concerning environmental issues may be directed to the Board's Section of Environmental Analysis, telephone 202/245-0295.

An environmental analysis (EA) (or environmental impact statement (EIS), if necessary), prepared by the Section of Environmental Analysis will be served upon all parties of record and upon any agencies or other persons who commented during its preparation. Any other persons who would like to obtain a copy of the EA (or EIS) may contact the Section of Environmental Analysis. EAs in these abandonment proceedings normally will be made available within 60 days of the filing of the petition. The deadline for submission of comments on the EA will generally be within 30 days of its service.

CERTIFICATE OF SERVICE AND PUBLICATION

The undersigned hereby certifies that a copy of the foregoing Joint Petition for Exemption and Waiver of Public Use, Interim Trail Use and Financial Assistance Procedures in Docket Nos. AB-33 (Sub-No. 280X), AB-1038X and AB-546X by Union Pacific Railroad Company, Fort Worth and Dallas Belt Railroad Company and Fort Worth and Western Railroad Company, was served on the date indicated below by mailing a copy, first class mail postage prepaid to the following:

MTMCTEA
Attn: Railroads for National Defense
661 Sheppard Place
Ft. Eustis, VA 23604-1626

U.S. Department of the Interior
National Park Service
Recreation Resources Assistance Divn.
P.O. Box 37127
Washington, DC 20013-7127

U.S. Department of Agriculture
Chief of the Forest Service
4th Floor N.W., Auditors Building
14th Street & Independence Ave., S.W.
Washington, DC 20250

Governor's Office of Budget and Planning
P.O. Box 12428
Austin, TX 78711

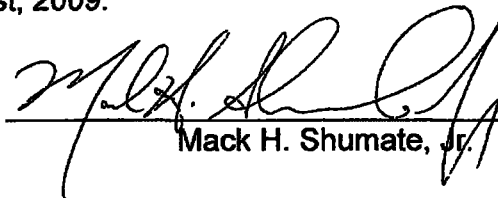
James Randall, Director
Transportation, Planning and Programming
Texas Department of Transportation
118 East Riverside Plaza
Austin, TX 78704

The undersigned further certifies that a Notice of Joint Petition for Exemption of the Group Abandonment and Discontinuance of Service was published one time in the county where the Line is located as follows:

<u>County</u>	<u>Newspaper</u>	<u>Date</u>
Tarrant	Fort Worth Star-Telegram	August 7, 2009

The above newspaper is generally circulated in the county where the rail line is located. The Notice as published was in the form prescribed by the Board for a Petition for Exemption at 49 C.F.R. 1105.12.

Dated this 7th day of August, 2009.


Mack H. Shumate, Jr.

Star-Telegram

CLASSIFIED
ADVERTISING

PROOF

Printed by: clopez
at 10:41 am
on: Thursday, Aug 06, 2009

Ad #: 30602582

400 West 7th Street
Fort Worth, Texas 76102
817-390-7400
817-390-7520 Fax

Account Information

(402) 465-4425

BOZELL

13801 FNB PARKWAY

OMAHA NE 68154

8854425BOZE

MEG SHEA

Account Information

Legal Notices
Full-Run Daily

06-07-09

08-07-09

1
Legal Notices
Christina Lopez

1 x 206,000

206.00 lines-6.3pt

30602582

Line Ad

Ad Copy:

DOCKET NO. AB-33
ENR No. 340
UNION PACIFIC
RAILROAD
COMPANY
- ABANDONMENT
AND DISCONTINU-
ANCE OF SERVICE -
IN TARRANT COUN-
TY, TEXAS
(NORTH FORT
WORTH BRANCH)
Docket No. AB-
3338
FORT WORTH AND
DALLAS BELT
RAILROAD
COMPANY
- DISCONTINUANCE
OF SERVICE -
IN TARRANT
COUNTY, TEXAS
(NORTH FORT
WORTH BRANCH)
Docket No. AB-340X
FORT WORTH AND
WESTERN RAIL-
ROAD COMPANY
- DISCONTINUANCE
OF SERVICE -
IN TARRANT
COUNTY, TEXAS
(NORTH FORT
WORTH BRANCH)
Union Pacific Railroad
Company ("UP"),
Fort Worth and
Dallas Belt Railroad
Company ("FWDB"),
a corporate affiliate
of Fort Worth and
Western Railroad
Company and Fort
Worth and Western
Railroad Company
(" F W W R ")
(collectively referred
to herein as the
"Railroads") gives
notice that on or
about August 7, 2009
their intent to file
with the Surface
Transportation
Board, Washington,
DC 20423, a Joint
Petition for Exemption
and Waiver of
Public Use, Interim
Trail Use and Fi-
nancial Assistance
Procedures from the
requirements of 49
U.S.C. §10903 in
accordance with 49
U.S.C. §10502, the
applicable Rules at
49 C.F.R. §1121 and
49 C.F.R. §1152, and
the applicable Special
Rules at 49 C.F.R.
§1152.60. The ex-
emption, if granted,
will permit UP's
abandonment and
discontinuance of
operations, FWDB's
discontinuance of
operations under the
Lease, as hereinafter
defined, and FW-
WR's abandonment

Star-Telegram

CLASSIFIED
ADVERTISING

PROOF

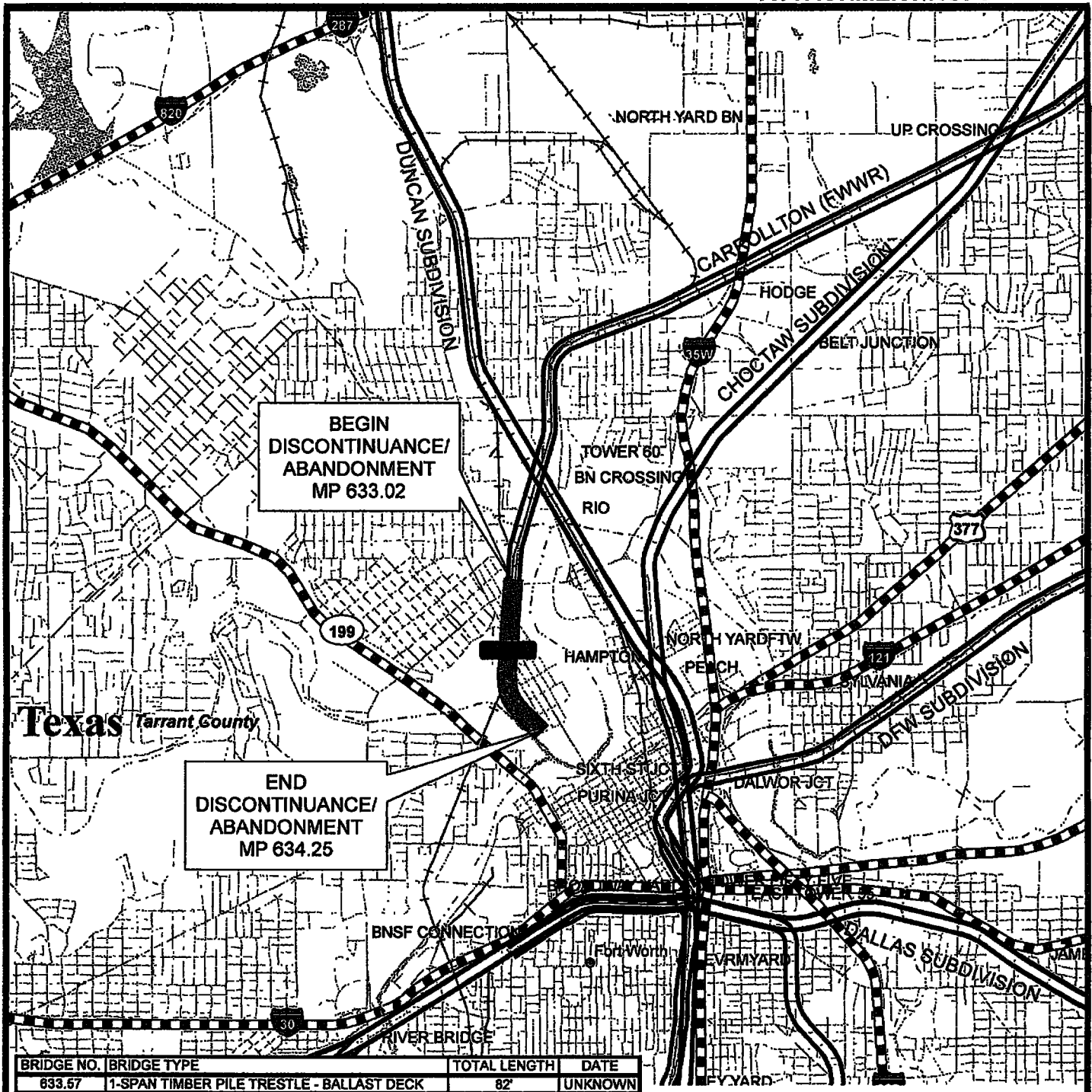
Printed by: *elopez*
at 10:41 am
on Thursday, Aug 06, 2009

Ad #: 30602582

400 West 7th Street
Fort Worth, Texas 76102
817-390-7400
817-390-7520 Fax

and discontinuance. The Trackage Rights as hereinafter defined, over a portion of the North Fort Worth Branch (collectively the "Group Abandonment and Discontinuance") from Milepost 633.02 to Milepost 634.25, a distance of 1.23 miles in Tarrant County, Texas (the "Line"). The Line is currently leased by UP to FVDB pursuant to that certain Lease Agreement dated June 20, 1994 as subsequently supplemented on August 15, 1998 (collectively the "Lease"). FVDB filed a notice of exemption to operate the Line under the terms of the Lease with the Interstate Commerce Commission in Finance Packet 3231A, dated June 14, 1999. The Line is also encumbered by Overhead and Local Trackage Rights ("Trackage Rights") granted by FVDB to FVDB in 1994 and authorized by the Interstate Commerce Commission by decision dated November 3, 1994 in Finance Packet No. 32590. Both the Lease and the Trackage Rights will remain in full force and effect for those portions of the North Fort Worth Branch that are not included in the definition of the "Line". The line traverses U.S. Postal Service Zip Code 76106. The proceeding has been docketed as AB-230X, AB-1032X and AB-545X.

The Board's Section of Environmental Analysis (SEA) will generally prepare an Environmental Assessment (EA), which will normally be available 60 days after the filing of the petition for Joint Petition Exemption. Comments on environmental and energy matters should be filed no later than 30 days after the EA becomes available to the public and will be addressed in a Board decision. Interested persons may obtain a copy of the EA or make inquiries regarding environmental matters by writing to SEA, Surface Transportation Board, Washington, DC 20423 or by calling SEA at 202-245-0222. Any offer of financial assistance will be due no later than 10 days after service of a decision granting the Joint Petition for Exemption. Railroads are simultaneously seeking by Petition to the Surface Transportation Board a Waiver of Financial Procedures, including the Waiver of the Applicability of Offers of Financial Assistance with regard to the Line, in order to make the Line available for Public use by the Tarrant Regional Water District, Tarrant County, Texas.



Legend

- UPRR/FWDB LINES TO BE DISCONTINUED/ABANDONED
- OTHER UPRR LINES
- OTHER RAILROADS
- PRINCIPAL HIGHWAYS
- OTHER ROADS
- 50 + YEAR OLD STRUCTURES

NORTH FORT WORTH BRANCH

MP 633.02 TO MP 634.25
TOTAL OF 1.23 MILES IN TARRANT COUNTY
IN TEXAS

UNION PACIFIC RAILROAD CO.
FORT WORTH & DALLAS BELT RAILROAD, LESSEE
TEXAS

INCLUDING 50+ YEAR OLD STRUCTURES





Mack H. Shumate, Jr.
Senior General Attorney, Law Department

June 23, 2009

VIA E-FILEING and U.P.S. OVERNIGHT

The Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: Joint Petition for Exemption for Discontinuance of Operations by
Fort Worth & Dallas Belt Railroad Company ("FWDB") and
Abandonment by Union Pacific Railroad Company ("Union Pacific")
on and of the North Fort Worth Branch from M.P. 632.79 to M.P.
634.25, a distance of 1.46 miles in Tarrant County, Texas; STB
Docket No. AB-1038X and STB Docket No. AB-33 (Sub-No. 280X),
respectively

Dear Secretary Quinlan:

Attached for filing in the above-referenced docket is the
Combined Environmental and Historic Report prepared pursuant to
49 C.F.R. §1105.7 and §1105.8, with a Certificate of Service, and
a transmittal letter pursuant to 49 C.F.R. §1105.11.

Union Pacific and FWDB anticipate filing a joint Petition
for Exemption to abandon and discontinue operations on the Line
on or after July 13, 2009.

Sincerely,

A handwritten signature in black ink, appearing to read "M. Shumate", followed by a large, stylized flourish.

Attachment

cc: All Concerned Parties

O:\ABANDONMENTS\33-280X\STB-EHR.doc



16 July 2009

The Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Section of Environmental Analysis
395 E Street, S.W.
Washington, D.C. 20423-0001

RE: Fort Worth & Dallas Belt Railroad Company (FWDB) and Union Pacific Railroad Company proposed Joint Petition for Exemption to abandon the North Fort Worth Branch from milepost 632.79 to milepost 634.25 in Fort Worth, Tarrant County, Texas; FWDB Docket AB-1038X and UP Docket AB-33 (Sub-No. 280x).

Dear Secretary Quinlan:

Commercial Metals Company ("CMC") is aware of the aforementioned petition for exemption submitted to the STB by Fort Worth & Dallas Belt Railroad Company (FWDB) and Union Pacific Railroad Company ("UP") for FWDB to end lease operations on, and for UP to abandon, the branch line currently serving CMC's facility at 601 North Throckmorton, Ft. Worth, Texas (the "Facility").

CMC supports the petition **PROVIDED HOWEVER**, that such support is strictly conditioned upon the continuation of full and uninterrupted supply of service by FWDB to the Facility until CMC completes both its removal of its operations from the Facility and its relocation of such operations to its new rail-served location in Fort Worth and while no time limit has been established for the completion by CMC of such removal and relocation, it is expected that the relocation of the Facility will be completed by December 31, 2012.

Sincerely,

COMMERCIAL METALS COMPANY

James L. AuBuchon
Senior Attorney

TARRANT REGIONAL WATER DISTRICT

800 East North Side Drive
Fort Worth, Texas 76102-1097

BOARD OF DIRECTORS
Victor W. Henderson, President
Hal S. Sparks III, Vice President
Jack R. Stevens, Secretary
Martha V. Leonard
Jim Lane



James M. Oliver
General Manager

June 25, 2009

P.O. Box 4508
Fort Worth, Texas 76164-0508
Telephone 817-335-2491
FAX 817-877-5137

Via CMRRR

Hon. Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Section of Environmental Analysis
395 E. Street, S.W.
Washington, D.C. 20423-0001

ENTERED
Office of Proceedings

JUL 1 - 2009

Part of
Public Record



Re: Fort Worth & Dallas Belt Railroad Company ("FWDB") and Union Pacific Railroad Company ("UP") proposed Joint Petition for Exemption to abandon the North Fort Worth Branch from milepost 632.79 to milepost 634.25 in Fort Worth, Texas; FWDB Docket AB-1038X and UP Docket AB-33 (Sub-No. 280X)

Dear Secretary Quinlan:

The Tarrant Regional Water District, a Water Control and Improvement District created by authority of Article 16, Section 59 of the Texas Constitution ("TRWD"), is the local sponsor of a joint flood control and infrastructure improvement project planned with the U.S. Army Corps of Engineers ("USACE") known as the 'Trinity River Vision - Central City Project' (the "Project"). TRWD, together with certain other Project partners, including the City of Fort Worth, are actively engaged in the planning and implementation of the Project, which contemplates the construction of certain improvements and modifications to the channel and levees of the Trinity River for, among other purposes, the enhancement of water and flood control. The Project will include a bypass channel for the purpose of rerouting flows which would normally pass through the Central City Fort Worth segment of the Trinity River (the "Bypass Channel"). As reflected by the Modified Central City Project Report dated April, 2008, and approved by the Assistant Secretary of the Army (Civil Works) on May 21, 2008, the construction of the Bypass Channel will impact real property owned by UP described on Exhibit "A" attached hereto (the "Property").

TRWD has informed UP of its intent to acquire the Property for the Project. TRWD and UP are currently negotiating the purchase and sale of the Property. Although Texas law grants TRWD the power of eminent domain, TRWD's policy is to make every reasonable effort to acquire real property expeditiously by negotiation. However, in the event that such negotiations are unsuccessful the Board of Directors of TRWD may be requested to authorize condemnation proceedings to acquire the Property.

Hon. Anne K. Quinlan
Surface Transportation Board
June 25, 2009
Page 2 of 2

TRWD is aware of the aforementioned petition for exemption submitted to the Surface Transportation Board ("STB") by FWDB and UP to end operations on, and for UP to abandon, the North Fort Worth Branch from milepost 632.79 to milepost 634.25 in Fort Worth, Texas (the "Line"). Because acquisition of the Property and abandonment of the Line is necessary for implementation of the Project, TRWD fully supports the petition to STB to abandon the Line.

Please do not hesitate to contact me should you have any questions concerning this matter.

Sincerely,



R. Steve Christian
Real Property Director

Enclosure

cc: Gregg A. Larsen – UP (electronically at galarsen@up.com)

P:\TRWD\Thruway River Vision\Property Acquisitions\Union Pacific\TRWD STB Letter Rev clean 6-24-09.doc

RECEIVED

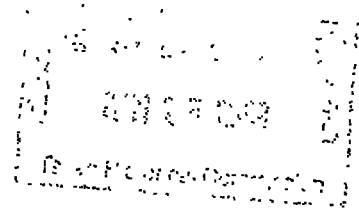
JUN 25 2009

History Programs Division

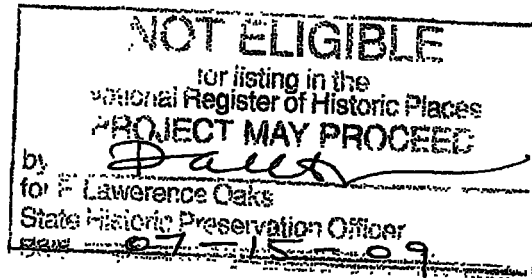


Mack H. Shumate, Jr.
Senior General Attorney, Law Department

June 23, 2009

VIA E-FILING and U.P.S. OVERNIGHT

The Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001



Re: Joint Petition for Exemption for Discontinuance of Operations by Fort Worth & Dallas Belt Railroad Company ("FWDB") and Abandonment by Union Pacific Railroad Company ("Union Pacific") on and of the North Fort Worth Branch from M.P. 632.79 to M.P. 634.25, a distance of 1.46 miles in Tarrant County, Texas; STB Docket No. AB-1038X and STB Docket No. AB-33 (Sub-No. 280X), respectively

Dear Secretary Quinlan:

Attached for filing in the above-referenced docket is the Combined Environmental and Historic Report prepared pursuant to 49 C.F.R. §1105.7 and §1105.8, with a Certificate of Service, and a transmittal letter pursuant to 49 C.F.R. §1105.11.

Union Pacific and FWDB anticipate filing a joint Petition for Exemption to abandon and discontinue operations on the Line on or after July 13, 2009.

Sincerely,

Attachment

cc: All Concerned Parties

O:\ABANDONMENTS\33-280X\STB-EHR.doc

RECEIVED

JUL 27 2009

LAW DEPARTMENT
UNION PACIFIC RR CO.